

04-25-2006

Form PTO-1594 (Rev. 03/05)  
OMB Collection 0651-0027 (exp. 6/05)U.S. DEPARTMENT OF COMMERCE  
United States Patent and Trademark Office103186259  
TRADEMARKS ONLY

:ET

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

## 1. Name of conveying party(ies):

Phat Fashions LLC

- ☐ Individual(s) ☐ Association  
☐ General Partnership ☐ Limited Partnership  
☐ Corporation- State: \_\_\_\_\_  
☒ Other limited liability company

Citizenship (see guidelines) New YorkAdditional names of conveying parties attached? ☐ Yes ☒ No

## 3. Nature of conveyance )/Execution Date(s) :

Execution Date(s) April 12, 2006

- ☐ Assignment ☐ Merger  
☒ Security Agreement ☐ Change of Name  
☐ Other \_\_\_\_\_

## 2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? ☐ Yes ☒ NoName: Bank of America, N.A., as Agent

Internal

Address: \_\_\_\_\_

Street Address: One South Wacker, Suite 3400City: ChicagoState: IllinoisCountry: USA Zip: 60606☐ Association Citizenship \_\_\_\_\_☐ General Partnership Citizenship \_\_\_\_\_☐ Limited Partnership Citizenship \_\_\_\_\_☐ Corporation Citizenship \_\_\_\_\_☒ Other National Assoc. Citizenship USAIf assignee is not domiciled in the United States, a domestic representative designation is attached: ☐ Yes ☐ No  
(Designations must be a separate document from assignment)

## 4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

see Schedule I attached

Additional sheet(s) attached? ☒ Yes ☐ No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

## 5. Name &amp; address of party to whom correspondence concerning document should be mailed:

Name: Holli Kubicki

Internal Address: \_\_\_\_\_

Street Address: c/o Latham & Watkins LLP  
233 S. Wacker Drive, Suite 5800City: ChicagoState: IL Zip: 60606Phone Number: 312-993-2638Fax Number: 312-993-9870Email Address: holli.kubicki@lw.com

## 6. Total number of applications and registrations involved:

149

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 3,740.00

- ☐ Authorized to be charged by credit card  
☐ Authorized to be charged to deposit account  
☒ Enclosed

## 8. Payment Information:

a. Credit Card Last 4 Numbers \_\_\_\_\_  
Expiration Date \_\_\_\_\_

b. Deposit Account Number \_\_\_\_\_

Authorized User Name \_\_\_\_\_

## 9. Signature:

Signature

4/21/2006

Date

Holli Kubicki

Name of Person Signing

Total number of pages including cover sheet, attachments, and document:

13

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:  
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450TRADEMARK  
REEL: 003295 FRAME: 0702

**SCHEDULE I**  
**TO**  
**TRADEMARK SECURITY AGREEMENT**  
**TRADEMARK REGISTRATIONS**

**TRADEMARK REGISTRATIONS AND APPLICATIONS**

| <b>Trademark</b>     | <b>Federal Registration Number</b> | <b>Registration Date</b> |
|----------------------|------------------------------------|--------------------------|
| [Cat Design]         | [s/n 78/750,668]                   | [filed 11/9/2005]        |
| [Cat Design]         | [s/n 78/750,566]                   | [filed 11/9/2005]        |
| [Cat Design]         | [s/n 78/750,401]                   | [filed 11/9/2005]        |
| [Cat Design]         | [s/n 78/695,701]                   | [filed 8/18/2005]        |
| [Cat Design]         | [s/n 76/502,751]                   | [filed 3/18/2003]        |
| [Cat Design]         | [s/n 76/502,750]                   | [filed 3/18/2003]        |
| [Cat Design]         | [s/n 76/484,063]                   | [filed 1/21/2003]        |
| [Cat Design]         | [s/n 76/389,060]                   | [filed 3/27/2002]        |
| [Cat Design]         | 2,440,358                          | 4/3/2001                 |
| [Cat Design]         | 2,538,563                          | 2/12/2002                |
| [Cat Design]         | 3,037,296                          | 1/3/2006                 |
|                      |                                    |                          |
| [Ox Design]          | 2,256,346                          | 6/29/1999                |
| [Ox Design]          | 2,256,347                          | 6/29/1999                |
| [Ox Design]          | 2,272,180                          | 8/24/1999                |
| [Ox Design]          | 2,274,325                          | 8/31/1999                |
| [Pocket Design]      | [s/n 78/707,889]                   | [filed 9/7/2005]         |
| ALL CITY             | 2,217,029                          | 1/12/1999                |
| ALL CITY ATHLETIQUES | 2,429,441                          | 2/20/2001                |
|                      |                                    |                          |
| BABY PHAT            | [s/n 78/695,680]                   | [filed 8/18/2005]        |
| BABY PHAT            | [s/n 76/600,635]                   | [filed 7/2/2004]         |
| BABY PHAT            | [s/n 76/600,634]                   | [filed 7/2/2004]         |
| BABY PHAT            | [s/n 76/600,633]                   | [filed 7/2/2004]         |
| BABY PHAT            | [s/n 76/477,078]                   | [filed 12/20/2002]       |
| BABY PHAT            | [s/n 76/477,075]                   | [filed 12/20/2002]       |
| BABY PHAT            | [s/n 76/477,044]                   | [filed 12/20/2002]       |
| BABY PHAT            | [s/n 76/477,041]                   | [filed 12/20/2002]       |
| BABY PHAT            | [s/n 76/477,038]                   | [filed 12/20/2002]       |
| BABY PHAT            | [s/n 76/477,035]                   | [filed 12/20/2002]       |
| BABY PHAT            | [s/n 76/477,032]                   | [filed 12/20/2002]       |
| BABY PHAT            | [s/n 76/477,029]                   | [filed 12/20/2002]       |
| BABY PHAT            | [s/n 76/477,026]                   | [filed 12/20/2002]       |
| BABY PHAT            | [s/n 76/427,379]                   | [filed 7/1/2002]         |
| BABY PHAT            | [s/n 78/318,614]                   | [filed 10/25/2003]       |
| BABY PHAT            | [s/n 78/318,611]                   | [filed 10/25/2003]       |
| BABY PHAT            | [s/n 78/044,712]                   | [filed 1/24/2001]        |
|                      |                                    |                          |
| BABY PHAT            | 2,240,881                          | 4/20/1999                |
| BABY PHAT            | 2,538,494                          | 2/12/2002                |
| BABY PHAT            | 2,702,799                          | 4/1/2003                 |
| BABY PHAT            | 2,736,998                          | 7/15/2003                |
| BABY PHAT            | 2,811,059                          | 2/3/2004                 |
| BABY PHAT            | 3,004,138                          | 10/4/2005                |

|                                       |                  |                   |
|---------------------------------------|------------------|-------------------|
| BABY PHAT                             | 3,051,588        | 1/24/2006         |
| BABY PHAT                             | 3,060,441        | 2/21/2006         |
|                                       |                  |                   |
| BABY PHAT (and Design)                |                  |                   |
| BABY PHAT (and Design)                | [s/n 78/820,010] | [filed 2/21/2006] |
| BABY PHAT (and Design)                | [s/n 78/750,654] | [filed 11/9/2005] |
| BABY PHAT (and Design)                | [s/n 78/750,627] | [filed 11/9/2005] |
| BABY PHAT (and Design)                | [s/n 78/750,479] | [filed 11/9/2005] |
| BABY PHAT (and Design)                | [s/n 76/502,753] | [filed 3/18/2003] |
| BABY PHAT (and Design)                | [s/n 76/502,752] | [filed 3/18/2003] |
|                                       |                  |                   |
| BABY PHAT (and Design)                | 2,429,559        | 2/20/2001         |
| BABY PHAT (and Design)                | 2,541,251        | 2/19/2002         |
| BABY PHAT (and Design)                | 2,881,224        | 9/7/2004          |
| BABY PHAT (and Design)                | 3,000,181        | 9/27/2005         |
| BABY PHAT (and Design)                | 3,000,182        | 9/27/2005         |
| BABY PHAT (and Design)                | 3,006,170        | 10/11/2005        |
|                                       |                  |                   |
| BABY PHAT (Stylized)                  | [s/n 78/750,660] | [filed 11/9/2005] |
| BABY PHAT (Stylized)                  | [s/n 78/750,616] | [filed 11/9/2005] |
| BABY PHAT (Stylized)                  | [s/n 78/750,469] | [filed 11/9/2005] |
| BABY PHAT (Stylized)                  | [s/n 78/467,282] | [filed 8/13/2004] |
| BABY PHAT (Stylized)                  | 2,303,780        | 12/28/1999        |
| BABY PHAT (Stylized)                  | 3,004,685        | 10/4/2005         |
| BABY PHAT BABY                        | [s/n 76/595,426] | [filed 6/1/2004]  |
| BABY PHAT BABY                        | [s/n 76/595,425] | [filed 6/1/2004]  |
| BABY PHAT GIRLZ                       | [s/n 76/335,779] | [filed 11/8/2001] |
| BABY PHAT GIRLZ                       | 2,557,269        | 4/2/2002          |
| BABY PHAT GIRLZ                       | 2,867,090        | 7/27/2004         |
| BABY PHAT GODDESS                     | [s/n 76/627,227] | [filed 1/6/2005]  |
| BABY PHAT GODDESS                     | [s/n 78/596,251] | [filed 3/28/2005] |
| BABY PHAT GODDESS (and Design)        | [s/n 76/627,228] | [filed 1/6/2005]  |
| BABY PHAT GODDESS (and Design)        | [s/n 78/596,474] | [filed 3/28/2005] |
| BABY PHAT GOLDEN GODDESS              | [s/n 78/806,666] | [filed 2/3/2006]  |
| BABY PHAT GOLDEN GODDESS (and Design) | [s/n 78/806,662] | [filed 2/3/2006]  |
| BABY PHAT RECORDS                     | [s/n 76/502,755] | [filed 3/18/2003] |
| BABY PHAT RECORDS                     | [s/n 76/502,754] | [filed 3/18/2003] |
| CARRINGTON                            | 2,535,028        | 1/29/2002         |
| CLASSIC AMERICAN FLAVA                | [s/n 78/375,729] | [filed 2/27/2004] |
| CLASSIC AMERICAN FLAVA                | 2,456,772        | 6/5/2001          |
| FLAVA                                 | [s/n 78/375,708] | [filed 2/27/2004] |
|                                       |                  |                   |
|                                       |                  |                   |
| P (and Design)                        | [s/n 78/818,100] | [filed 2/17/2006] |
| P (and Design)                        | [s/n 78/818,091] | [filed 2/17/2006] |
| P (and Design)                        | [s/n 78/818,088] | [filed 2/17/2006] |
| P (and Design)                        | [s/n 78/750,702] | [filed 11/9/2005] |
| P (and Design)                        | [s/n 78/750,695] | [filed 11/9/2005] |
| P (and Design)                        | [s/n 78/750,687] | [filed 11/9/2005] |
| P (and Design)                        | [s/n 78/750,594] | [filed 11/9/2005] |
| P (and Design)                        | [s/n 78/750,586] | [filed 11/9/2005] |
| P (and Design)                        | [s/n 78/750,579] | [filed 11/9/2005] |

|                          |                  |                    |
|--------------------------|------------------|--------------------|
| P (and Design)           | [s/n 78/750,458] | [filed 11/9/2005]  |
| P (and Design)           | [s/n 78/750,432] | [filed 11/9/2005]  |
| P (and Design)           | [s/n 78/750,424] | [filed 11/9/2005]  |
| P (and Design)           | [s/n 78/728,058] | [filed 10/6/2006]  |
| P (and Design)           | [s/n 76/322,601] | [filed 10/4/2001]  |
|                          |                  |                    |
| P (and Design)           | 2,487,976        | 9/11/2001          |
| P (and Design)           | 2,528,508        | 1/8/2002           |
| P (and Design)           | 2,600,979        | 7/30/2002          |
| P (and Design)           | 2,610,656        | 8/20/2002          |
| P (and Design)           | 2,802,598        | 1/6/2004           |
| P (and Design)           | 3,018,211        | 11/22/2005         |
| P (and Design)           | 3,018,212        | 11/22/2005         |
| P (and Design)           | 3,021,315        | 11/29/2005         |
|                          |                  |                    |
| P PHAT FARM (and Design) | 2,551,715        | 3/26/2002          |
|                          |                  |                    |
| PF (Stylized)            | [s/n 78/750,681] | [filed 11/9/2005]  |
| PF (Stylized)            | [s/n 78/750,572] | [filed 11/9/2005]  |
| PF (Stylized)            | [s/n 78/750,416] | [filed 11/9/2005]  |
| PHAT                     | [s/n 76/477,079] | [filed 12/20/2002] |
| PHAT                     | [s/n 76/477,076] | [filed 12/20/2002] |
| PHAT                     | [s/n 76/477,045] | [filed 12/20/2002] |
| PHAT                     | [s/n 76/477,042] | [filed 12/20/2002] |
| PHAT                     | [s/n 76/477,039] | [filed 12/20/2002] |
| PHAT                     | [s/n 76/477,036] | [filed 12/20/2002] |
| PHAT                     | [s/n 76/477,033] | [filed 12/20/2002] |
| PHAT                     | [s/n 76/477,030] | [filed 12/20/2002] |
| PHAT                     | [s/n 76/477,027] | [filed 12/20/2002] |
| PHAT                     | [s/n 76/313,829] | [filed 9/14/2001]  |
| PHAT                     | 2,372,748        | 8/1/2000           |
| PHAT CATZ                | 1,544,526        | 6/20/1989          |
|                          |                  |                    |
| PHAT FARM                | [s/n 78/813,784] | [filed 2/13/2006]  |
| PHAT FARM                | [s/n 76/600,638] | [filed 7/2/2004]   |
| PHAT FARM                | [s/n 76/600,637] | [filed 7/2/2004]   |
| PHAT FARM                | [s/n 76/600,636] | [filed 7/2/2004]   |
| PHAT FARM                | [s/n 76/477,077] | [filed 12/20/2002] |
| PHAT FARM                | [s/n 76/477,049] | [filed 12/20/2002] |
| PHAT FARM                | [s/n 76/477,046] | [filed 12/20/2002] |
| PHAT FARM                | [s/n 76/477,043] | [filed 12/20/2002] |
| PHAT FARM                | [s/n 76/477,040] | [filed 12/20/2002] |
| PHAT FARM                | [s/n 76/477,037] | [filed 12/20/2002] |
| PHAT FARM                | [s/n 76/477,034] | [filed 12/20/2002] |
| PHAT FARM                | [s/n 76/477,031] | [filed 12/20/2002] |
| PHAT FARM                | [s/n 76/477,028] | [filed 12/20/2002] |
| PHAT FARM                | [s/n 76/477,025] | [filed 12/20/2002] |
| PHAT FARM                | [s/n 76/468,821] | [filed 11/18/2002] |
| PHAT FARM                | [s/n 76/468,820] | [filed 11/18/2002] |
| PHAT FARM                | [s/n 76/427,378] | [filed 7/1/2002]   |
| PHAT FARM                | [s/n 76/313,831] | [filed 9/14/2001]  |
| PHAT FARM                | [s/n 78/318,266] | [filed 10/24/2003] |

|                          |                  |                   |
|--------------------------|------------------|-------------------|
| PHAT FARM                | 1,809,325        | 12/7/1993         |
| PHAT FARM                | 2,260,888        | 7/13/1999         |
| PHAT FARM                | 2,415,455        | 12/26/2000        |
| PHAT FARM                | 2,847,288        | 6/1/2004          |
| PHAT FARM                | 2,867,117        | 7/27/2004         |
| PHAT FARM                | 3,013,536        | 11/8/2005         |
| PHAT FARM (and Design)   | 2,272,181        | 8/24/1999         |
| PHAT FARM (and Design)   | 2,485,552        | 9/4/2001          |
| PHAT FARM (and Design)   | 2,487,474        | 9/11/2001         |
| PHAT FARM (Stylized)     | 2,492,511        | 9/25/2001         |
| PHAT FARM (Stylized)     | 2,552,152        | 3/26/2002         |
| PHAT FARM P (and Design) | [s/n 76/454,926] | [filed 9/23/2002] |
| PHAT P FARM (and Design) | [s/n 78/608,240] | [filed 4/13/2005] |
| PHAT THREADS             | 1,819,997        | 2/8/1994          |

### TRADEMARK LICENSES

None.

# TRADEMARK SECURITY AGREEMENT

TRADEMARK SECURITY AGREEMENT, dated as of April 12, 2006, by PHAT FASHIONS LLC, a New York limited liability company ("Grantor"), in favor of BANK OF AMERICA, N.A., a national banking association, in its capacity as Agent for Lenders ("Agent").

## WITNESSETH:

WHEREAS, pursuant to that certain Loan and Security Agreement dated as of April 12, 2006 by and among Grantor, the other Persons named therein as Obligors, Agent and the Persons signatory thereto from time to time as Lenders (including all annexes, exhibits or schedules thereto, as from time to time amended, restated, supplemented or otherwise modified, the "Loan Agreement"), Lenders have agreed to make the Loans and to incur LC Obligations for the benefit of Grantor and the other Borrowers party thereto;

WHEREAS, pursuant to the Loan Agreement, Grantor is required to execute and deliver to Agent, for itself and the ratable benefit of Lenders, this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantor hereby agrees as follows:

1. DEFINED TERMS. All capitalized terms used but not otherwise defined herein have the meanings given to them in the Loan Agreement.

2. GRANT OF SECURITY INTEREST IN TRADEMARK COLLATERAL. Grantor hereby grants to Agent, on behalf of itself and Lenders, a continuing first priority security interest in all of Grantor's right, title and interest in, to and under the following, whether presently existing or hereafter created or acquired (collectively, the "Trademark Collateral"):

(a) (i) all of its trademarks, trade names, corporate names, business names, trade styles, service marks, logos, internet domain names, other source or business identifiers, prints and labels on which any of the foregoing have appeared or appear, designs and general intangibles of like nature (whether registered or unregistered), all registrations and recordings thereof and all applications in connection therewith, including registrations, recordings and applications in the United States Patent and Trademark Office or in any similar office or agency of the United States, any state or territory thereof, or any other country or any political subdivision thereof (collectively, "Trademarks") and (ii) any rights under any written agreement now owned or hereafter acquired by Grantor granting any right to use any Trademark ("Trademark License") to which it is a party including those referred to on Schedule I hereto;

(b) all reissues, continuations or extensions of the foregoing;

(c) all goodwill of the business connected with the use of, and symbolized by, each Trademark and each Trademark License; and

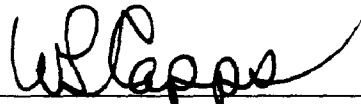
(d) all products and proceeds of the foregoing, including, without limitation, any claim by Grantor against third parties for past, present or future (i) infringement or dilution of any Trademark or Trademark licensed under any Trademark License or (ii) injury to the goodwill associated with any Trademark or any Trademark licensed under any Trademark License.

3. SECURITY AGREEMENT. The security interests granted pursuant to this Trademark Security Agreement are granted in conjunction with the security interests granted to Agent, on behalf of itself and Lenders, pursuant to the Loan Agreement. Grantor hereby acknowledges and affirms that the rights and remedies of Agent with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Loan Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

[signature page follows]

IN WITNESS WHEREOF, Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

PHAT FASHIONS LLC

By:   
X Name: W. Lee Capps III  
Title: Senior Vice President Finance

ACCEPTED AND ACKNOWLEDGED BY:

BANK OF AMERICA, N.A., as Agent

By: \_\_\_\_\_  
Name: Debra A. Rathberger  
Title: Senior Vice President

[Signature Page to Phat Fashions Trademark Security Agreement]

TRADEMARK  
REEL: 003295 FRAME: 0709




IN WITNESS WHEREOF, Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

PHAT FASHIONS LLC

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

ACCEPTED AND ACKNOWLEDGED BY:

BANK OF AMERICA, N.A., as Agent

By:  \_\_\_\_\_  
Name: Debra A. Rathberger  
Title: Senior Vice President

[Signature Page to Phat Fashions Trademark Security Agreement]

**SCHEDULE I**  
**TO**  
**TRADEMARK SECURITY AGREEMENT**  
**TRADEMARK REGISTRATIONS**

**TRADEMARK REGISTRATIONS AND APPLICATIONS**

| <b>Trademark</b>     | <b>Federal Registration Number</b> | <b>Registration Date</b> |
|----------------------|------------------------------------|--------------------------|
| [Cat Design]         | [s/n 78/750,668]                   | [filed 11/9/2005]        |
| [Cat Design]         | [s/n 78/750,566]                   | [filed 11/9/2005]        |
| [Cat Design]         | [s/n 78/750,401]                   | [filed 11/9/2005]        |
| [Cat Design]         | [s/n 78/695,701]                   | [filed 8/18/2005]        |
| [Cat Design]         | [s/n 76/502,751]                   | [filed 3/18/2003]        |
| [Cat Design]         | [s/n 76/502,750]                   | [filed 3/18/2003]        |
| [Cat Design]         | [s/n 76/484,063]                   | [filed 1/21/2003]        |
| [Cat Design]         | [s/n 76/389,060]                   | [filed 3/27/2002]        |
| [Cat Design]         | 2,440,358                          | 4/3/2001                 |
| [Cat Design]         | 2,538,563                          | 2/12/2002                |
| [Cat Design]         | 3,037,296                          | 1/3/2006                 |
| [Design]             | SC012502                           | 6/28/2001                |
| [Ox Design]          | 2,256,346                          | 6/29/1999                |
| [Ox Design]          | 2,256,347                          | 6/29/1999                |
| [Ox Design]          | 2,272,180                          | 8/24/1999                |
| [Ox Design]          | 2,274,325                          | 8/31/1999                |
| [Pocket Design]      | [s/n 78/707,889]                   | [filed 9/7/2005]         |
| ALL CITY             | 2,217,029                          | 1/12/1999                |
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| BABY PHAT            | SC012504                           | 6/28/2001                |
| BABY PHAT            | [s/n 78/695,680]                   | [filed 8/18/2005]        |
| BABY PHAT            | [s/n 76/600,635]                   | [filed 7/2/2004]         |
| BABY PHAT            | [s/n 76/600,634]                   | [filed 7/2/2004]         |
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| BABY PHAT            | [s/n 76/477,078]                   | [filed 12/20/2002]       |
| BABY PHAT            | [s/n 76/477,075]                   | [filed 12/20/2002]       |
| BABY PHAT            | [s/n 76/477,044]                   | [filed 12/20/2002]       |
| BABY PHAT            | [s/n 76/477,041]                   | [filed 12/20/2002]       |
| BABY PHAT            | [s/n 76/477,038]                   | [filed 12/20/2002]       |
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| BABY PHAT            | [s/n 76/477,032]                   | [filed 12/20/2002]       |
| BABY PHAT            | [s/n 76/477,029]                   | [filed 12/20/2002]       |
| BABY PHAT            | [s/n 76/477,026]                   | [filed 12/20/2002]       |
| BABY PHAT            | [s/n 76/427,379]                   | [filed 7/1/2002]         |
| BABY PHAT            | [s/n 78/318,614]                   | [filed 10/25/2003]       |
| BABY PHAT            | [s/n 78/318,611]                   | [filed 10/25/2003]       |
| BABY PHAT            | [s/n 78/044,712]                   | [filed 1/24/2001]        |
| BABY PHAT            | 2649                               | 10/28/2002               |
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| BABY PHAT            | 2,538,494                          | 2/12/2002                |
| BABY PHAT            | 2,702,799                          | 4/1/2003                 |
| BABY PHAT            | 2,736,998                          | 7/15/2003                |
| BABY PHAT            | 2,811,059                          | 2/3/2004                 |
| BABY PHAT            | 3,004,138                          | 10/4/2005                |

|                                       |                  |                   |
|---------------------------------------|------------------|-------------------|
| BABY PHAT                             | 3,051,588        | 1/24/2006         |
| BABY PHAT                             | 3,060,441        | 2/21/2006         |
| BABY PHAT (and Design)                | SC012501         | 6/28/2001         |
| BABY PHAT (and Design)                | CA045469         | 4/18/2000         |
| BABY PHAT (and Design)                | [s/n 78/820,010] | [filed 2/21/2006] |
| BABY PHAT (and Design)                | [s/n 78/750,654] | [filed 11/9/2005] |
| BABY PHAT (and Design)                | [s/n 78/750,627] | [filed 11/9/2005] |
| BABY PHAT (and Design)                | [s/n 78/750,479] | [filed 11/9/2005] |
| BABY PHAT (and Design)                | [s/n 76/502,753] | [filed 3/18/2003] |
| BABY PHAT (and Design)                | [s/n 76/502,752] | [filed 3/18/2003] |
| BABY PHAT (and Design)                | 2650             | 10/28/2002        |
| BABY PHAT (and Design)                | 2,429,559        | 2/20/2001         |
| BABY PHAT (and Design)                | 2,541,251        | 2/19/2002         |
| BABY PHAT (and Design)                | 2,881,224        | 9/7/2004          |
| BABY PHAT (and Design)                | 3,000,181        | 9/27/2005         |
| BABY PHAT (and Design)                | 3,000,182        | 9/27/2005         |
| BABY PHAT (and Design)                | 3,006,170        | 10/11/2005        |
| BABY PHAT (Stylized)                  | SC012503         | 6/28/2001         |
| BABY PHAT (Stylized)                  | [s/n 78/750,660] | [filed 11/9/2005] |
| BABY PHAT (Stylized)                  | [s/n 78/750,616] | [filed 11/9/2005] |
| BABY PHAT (Stylized)                  | [s/n 78/750,469] | [filed 11/9/2005] |
| BABY PHAT (Stylized)                  | [s/n 78/467,282] | [filed 8/13/2004] |
| BABY PHAT (Stylized)                  | 2,303,780        | 12/28/1999        |
| BABY PHAT (Stylized)                  | 3,004,685        | 10/4/2005         |
| BABY PHAT BABY                        | [s/n 76/595,426] | [filed 6/1/2004]  |
| BABY PHAT BABY                        | [s/n 76/595,425] | [filed 6/1/2004]  |
| BABY PHAT GIRLZ                       | [s/n 76/335,779] | [filed 11/8/2001] |
| BABY PHAT GIRLZ                       | 2,557,269        | 4/2/2002          |
| BABY PHAT GIRLZ                       | 2,867,090        | 7/27/2004         |
| BABY PHAT GODDESS                     | [s/n 76/627,227] | [filed 1/6/2005]  |
| BABY PHAT GODDESS                     | [s/n 78/596,251] | [filed 3/28/2005] |
| BABY PHAT GODDESS (and Design)        | [s/n 76/627,228] | [filed 1/6/2005]  |
| BABY PHAT GODDESS (and Design)        | [s/n 78/596,474] | [filed 3/28/2005] |
| BABY PHAT GOLDEN GODDESS              | [s/n 78/806,666] | [filed 2/3/2006]  |
| BABY PHAT GOLDEN GODDESS (and Design) | [s/n 78/806,662] | [filed 2/3/2006]  |
| BABY PHAT RECORDS                     | [s/n 76/502,755] | [filed 3/18/2003] |
| BABY PHAT RECORDS                     | [s/n 76/502,754] | [filed 3/18/2003] |
| CARRINGTON                            | 2,535,028        | 1/29/2002         |
| CLASSIC AMERICAN FLAVA                | [s/n 78/375,729] | [filed 2/27/2004] |
| CLASSIC AMERICAN FLAVA                | 2,456,772        | 6/5/2001          |
| FLAVA                                 | [s/n 78/375,708] | [filed 2/27/2004] |
| P (and Design)                        | SC012526         | 6/28/2001         |
| P (and Design)                        | SC012525         | 6/28/2001         |
| P (and Design)                        | [s/n 78/818,100] | [filed 2/17/2006] |
| P (and Design)                        | [s/n 78/818,091] | [filed 2/17/2006] |
| P (and Design)                        | [s/n 78/818,088] | [filed 2/17/2006] |
| P (and Design)                        | [s/n 78/750,702] | [filed 11/9/2005] |
| P (and Design)                        | [s/n 78/750,695] | [filed 11/9/2005] |
| P (and Design)                        | [s/n 78/750,687] | [filed 11/9/2005] |
| P (and Design)                        | [s/n 78/750,594] | [filed 11/9/2005] |
| P (and Design)                        | [s/n 78/750,586] | [filed 11/9/2005] |
| P (and Design)                        | [s/n 78/750,579] | [filed 11/9/2005] |

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|--------------------------|------------------|--------------------|
| P (and Design)           | [s/n 78/750,458] | [filed 11/9/2005]  |
| P (and Design)           | [s/n 78/750,432] | [filed 11/9/2005]  |
| P (and Design)           | [s/n 78/750,424] | [filed 11/9/2005]  |
| P (and Design)           | [s/n 78/728,058] | [filed 10/6/2006]  |
| P (and Design)           | [s/n 76/322,601] | [filed 10/4/2001]  |
| P (and Design)           | 2656             | 10/28/2002         |
| P (and Design)           | 2,487,976        | 9/11/2001          |
| P (and Design)           | 2,528,508        | 1/8/2002           |
| P (and Design)           | 2,600,979        | 7/30/2002          |
| P (and Design)           | 2,610,656        | 8/20/2002          |
| P (and Design)           | 2,802,598        | 1/6/2004           |
| P (and Design)           | 3,018,211        | 11/22/2005         |
| P (and Design)           | 3,018,212        | 11/22/2005         |
| P (and Design)           | 3,021,315        | 11/29/2005         |
| P PHAT FARM (and Design) | 2652             | 10/28/2002         |
| P PHAT FARM (and Design) | 2,551,715        | 3/26/2002          |
| PE (and Design)          | 2658             | 11/6/2002          |
| PF (Stylized)            | [s/n 78/750,681] | [filed 11/9/2005]  |
| PF (Stylized)            | [s/n 78/750,572] | [filed 11/9/2005]  |
| PF (Stylized)            | [s/n 78/750,416] | [filed 11/9/2005]  |
| PHAT                     | [s/n 76/477,079] | [filed 12/20/2002] |
| PHAT                     | [s/n 76/477,076] | [filed 12/20/2002] |
| PHAT                     | [s/n 76/477,045] | [filed 12/20/2002] |
| PHAT                     | [s/n 76/477,042] | [filed 12/20/2002] |
| PHAT                     | [s/n 76/477,039] | [filed 12/20/2002] |
| PHAT                     | [s/n 76/477,036] | [filed 12/20/2002] |
| PHAT                     | [s/n 76/477,033] | [filed 12/20/2002] |
| PHAT                     | [s/n 76/477,030] | [filed 12/20/2002] |
| PHAT                     | [s/n 76/477,027] | [filed 12/20/2002] |
| PHAT                     | [s/n 76/313,829] | [filed 9/14/2001]  |
| PHAT                     | 2,372,748        | 8/1/2000           |
| PHAT CATZ                | 1,544,526        | 6/20/1989          |
| PHAT FARM                | SC012500         | 6/28/2001          |
| PHAT FARM                | [s/n 78/813,784] | [filed 2/13/2006]  |
| PHAT FARM                | [s/n 76/600,638] | [filed 7/2/2004]   |
| PHAT FARM                | [s/n 76/600,637] | [filed 7/2/2004]   |
| PHAT FARM                | [s/n 76/600,636] | [filed 7/2/2004]   |
| PHAT FARM                | [s/n 76/477,077] | [filed 12/20/2002] |
| PHAT FARM                | [s/n 76/477,049] | [filed 12/20/2002] |
| PHAT FARM                | [s/n 76/477,046] | [filed 12/20/2002] |
| PHAT FARM                | [s/n 76/477,043] | [filed 12/20/2002] |
| PHAT FARM                | [s/n 76/477,040] | [filed 12/20/2002] |
| PHAT FARM                | [s/n 76/477,037] | [filed 12/20/2002] |
| PHAT FARM                | [s/n 76/477,034] | [filed 12/20/2002] |
| PHAT FARM                | [s/n 76/477,031] | [filed 12/20/2002] |
| PHAT FARM                | [s/n 76/477,028] | [filed 12/20/2002] |
| PHAT FARM                | [s/n 76/477,025] | [filed 12/20/2002] |
| PHAT FARM                | [s/n 76/468,821] | [filed 11/18/2002] |
| PHAT FARM                | [s/n 76/468,820] | [filed 11/18/2002] |
| PHAT FARM                | [s/n 76/427,378] | [filed 7/1/2002]   |
| PHAT FARM                | [s/n 76/313,831] | [filed 9/14/2001]  |
| PHAT FARM                | [s/n 78/318,266] | [filed 10/24/2003] |

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|--------------------------|------------------|-------------------|
| PHAT FARM                | 2651             | 10/28/2002        |
| PHAT FARM                | 1,809,325        | 12/7/1993         |
| PHAT FARM                | 2,260,888        | 7/13/1999         |
| PHAT FARM                | 2,415,455        | 12/26/2000        |
| PHAT FARM                | 2,847,288        | 6/1/2004          |
| PHAT FARM                | 2,867,117        | 7/27/2004         |
| PHAT FARM                | 3,013,536        | 11/8/2005         |
| PHAT FARM (and Design)   | 2,272,181        | 8/24/1999         |
| PHAT FARM (and Design)   | 2,485,552        | 9/4/2001          |
| PHAT FARM (and Design)   | 2,487,474        | 9/11/2001         |
| PHAT FARM (Stylized)     | SC012524         | 6/28/2001         |
| PHAT FARM (Stylized)     | 2,492,511        | 9/25/2001         |
| PHAT FARM (Stylized)     | 2,552,152        | 3/26/2002         |
| PHAT FARM P (and Design) | [s/n 76/454,926] | [filed 9/23/2002] |
| PHAT P FARM (and Design) | SC012527         | 6/28/2001         |
| PHAT P FARM (and Design) | [s/n 78/608,240] | [filed 4/13/2005] |
| PHAT THREADS             | 1,819,997        | 2/8/1994          |

### TRADEMARK LICENSES

None.